

SEABOARD COAST LINE RAILROAD CONDITIONAL SALE AGREEMENT  
DATED AUGUST 15, 1971

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STATEMENT OF REPLACEMENT OF EQUIPMENT

Pursuant to Article 8 of that certain Conditional Sale Agreement (Agreement) dated as of August 15, 1971, between PULLMAN INCORPORATED (PULLMAN-STANDARD DIVISION) and SEABOARD COAST LINE RAILROAD COMPANY, assigned to Chemical Bank under Agreement and Assignment, also dated August 15, 1971, the following units of new standard-gauge railroad equipment are hereby substituted to replace units having suffered a Casualty Occurrence as defined in the Agreement:

<u>Replacement Equipment</u>	<u>Replacement Equipment Road Nos.</u>	<u>Road Nos. of Equip- ment Suffering a Casualty Occurrence</u>
7 new 100-ton wet rock triple hopper cars	SCL 155398-155404, inclusive	SCL 23188      23686 23286      23691 23581      23898 23659      23950

The above-described replacement equipment shall constitute accessions to the equipment subject to the Agreement and shall be subject to all appropriate terms and conditions of the Agreement as though part of the original equipment delivered thereunder and shall be included in the term "Equipment" as used in the Agreement.

6296-B

RECORDATION NO. \_\_\_\_\_ Filed & Recorded

MAY 9 1974 -3 15 PM

INTERSTATE COMMERCE COMMISSION

The above-described replacement equipment will be marked on both sides thereof "CHEMICAL BANK, AGENT-SECURITY OWNER" as provided in Article 7 of the Agreement.

SEABOARD COAST LINE RAILROAD  
COMPANY

(SEAL)

By Leonard G. Anderson  
Leonard G. Anderson  
Vice President and Treasurer

Attest:

J. L. Williams  
J. L. Williams  
Assistant Secretary

Chemical Bank, Agent, as Assignee under the aforesaid Conditional Sale Agreement, hereby acknowledges the filing of the foregoing statement with it.

Dated this 2nd day of May, 1974.

CHEMICAL BANK, as Agent

By M. J. Adams  
Vice President

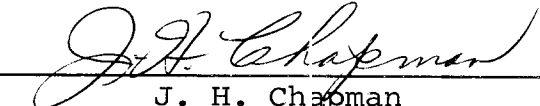
(SEAL)

Attest:

C. J. Adams  
Assistant Secretary

STATE OF VIRGINIA     )  
                              )     ss  
CITY OF RICHMOND     )

On this *26<sup>TH</sup>* day of April, 1974, before me personally appeared Leonard G. Anderson, to me personally known, who, being by me duly sworn, says that he is Vice President and Treasurer of Seaboard Coast Line Railroad Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

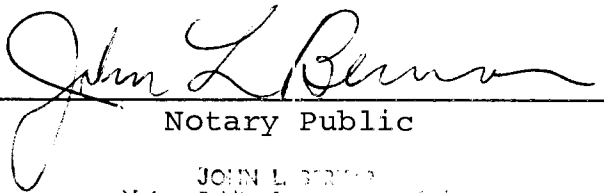
  
\_\_\_\_\_  
J. H. Chapman  
Notary Public

My commission expires July 12, 1974.

(NOTARIAL SEAL)

STATE OF NEW YORK     )  
                              )     ss  
COUNTY OF NEW YORK    )

On this                day of                , 1974, before me  
personally appeared       M. F. Badami               , to me  
personally known, who, being by me duly sworn, says that he is  
a     Vice President       of CHEMICAL BANK, that one of the seals  
affixed to the foregoing instrument is the corporate seal of  
said company, that said instrument was signed and sealed on be-  
half of said company by authority of its Board of Directors,  
and he acknowledged that the execution of the foregoing instru-  
ment was the free act and deed of said company.

  
Notary Public

My commission expires:  
  
(NOTARIAL SEAL)

JOHN L. BERNER  
Notary Public, State of New York  
No. 41-130543  
Qualified in Queens County  
Certificate filed in New York County  
Commission Expires March 30, 1976